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BOSTON, MA O2110-3173

(617) 748-6800

FACSIMILE (617) 439-0341

E-MAIL ADDRESS MEABH PURCELL@LLGM COM
WRITER'S DIRECT DIAL (617) 748-6847

WRITER'S DIRECT FACSIMILE (617) 897-9047

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April 21, 2004

VIA FEDERAL EXPRESS

Ms. Marlene H. Dortch Federal Communications Commission Wireline Competition Bureau, CPD 214-Applications P.O. Box 358145 Pittsburgh, PA 15251-5145

C/O Mellon Bank Mellon Client Service Center 500 Ross Street, Room 670 Pittsburgh, PA 15262-0001

Re: In the Matter of the Joint Application of PECO TelCove, Adelphia Business Solutions, Inc. d/b/a TelCove, et al for Authority Pursuant to Section 214 of the Communications Act, as Amended to Transfer PECO TelCove's Domestic 214 Authority as well as Certain Assets

Dear Ms. Dortch

On behalf of Adelphia Business Solutions, Inc. d/b/a TelCove ("TelCove"), Adelphia Business Solutions of Pennsylvania, Inc d/b/a TelCove ("TelCove-PA"), TelCove Holdings of Pennsylvania, Inc. ("TelCove Holdings"), PECO TelCove, PHT Holdings LLC ("PHT"), PECO Energy Company ("PECO") and Exelon Communications Company, LLC ("Exelon") (together "Joint Applicants"), enclosed please find an original and six (6) copies of an application for Commission approval to transfer control of PECO TelCove's domestic 214 authorization and certain domestic assets to TelCove Holdings as a result of TelCove Holdings purchasing PECO's fifty (50%) percent interest in PECO TelCove. Also enclosed is a check in

Ms. Marlene H. Dortch Federal Communications Commission 4/21/2004 Page 2

the amount of \$860.00 payable to the Federal Communications Commission to cover the filing fee required for this application under line 2.b of Section 1.1105 of the Commission's Rules.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. If you have any questions concerning this application, do not hesitate to call me at (617) 748-6847

Very truly yours,

Meabh Purcell

MP:rtm

Enclosure

Cc: Brian FitzGerald Erika Olson Christine M. Gill James France Jeff Heins

Bs94806

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE

Approved by OMB 3060-0589 Page _ 1__ o.__

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Before the FEDERAL COMMUNICATIONS COMMISSION Washington, D.C. 20554

In the Matter of)
PECO TelCove, PHT Holdings, LLC,)
Exelon Communications Company, LLC,)
and PECO Energy Company,)
Transferors) Docket No.:
And)
Adelphia Business Solutions, Inc.)
d/b/a TelCove, Adelphia Business Solutions of)
Pennsylvania, Inc. d/b/a TelCove and)
TelCove Holdings of Pennsylvania, Inc)
Transferees)
)
Joint Application for Consent to)
Transfer Control of Blanket Domestic)
Section 214 Authorization and to)
Transfer Related Customers and Assets)

JOINT APPLICATION

To: Wireline Competition Bureau

I. INTRODUCTION

PECO TelCove, (the "Partnership" or "PECO TelCove"), Adelphia Business Solutions, Inc. d/b/a TelCove, ("TelCove"), Adelphia Business Solutions of Pennsylvania, Inc. d/b/a TelCove ("TelCove-PA"), TelCove Holdings of Pennsylvania, Inc. ("TelCove Holdings"), PHT Holdings, LLC ("PHT"), PECO Energy Company ("PECO"), and Exelon Communications Company, LLC ("Exelon Communications") (together, "Joint Applicants"), pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214, and Section 63.04, of the Commission's

rules, 47 C.F.R. §63.04, hereby jointly request that the Federal Communications

Commission, ("FCC" or "Commission") approve the transfer of control of PECO

TelCove's blanket Section 214 authorization, and related fiber purchase transaction,
described herein, as contemplated by the Agreement dated April 7, 2004 (the
"Agreement") by and among, PECO TelCove, TelCove, TelCove-PA, TelCove Holdings,
PHT, Exelon Communications, Exelon Enterprises Company, LLC ("Exelon

Enterprises"), and PECO. The transfer of control will occur as a result of TelCove

Holdings purchasing the remaining fifty (50%) interest in the partnership held by PECO
and PHT. (Out of its fifty percent (50%) interest in PECO TelCove, PECO has

transferred forty-nine (49%) percent to PHT, and continues to hold a one (1%) percent
interest in PECO TelCove (the "PECO Interest"). Immediately prior to the closing,
PECO shall transfer the PECO Interest to PHT.) Following the transfer, TelCove
Holdings and its affiliate, TelCove-PA, will each hold a fifty (50%) percent interest in
PECO TelCove, which will be renamed TelCove of Eastern Pennsylvania.

The proposed transaction will result in a transfer of control over PECO TelCove's domestic Section 214 authorization, held pursuant to the FCC's blanket authority under Section 63.01 of the FCC's rules, 47 C.F.R. § 63.01. Further, the proposed transaction is a transfer of assets and customers not resulting in a reduction or impairment of service, as contemplated in the Commission's March 21, 2002 Report and Order in CC Docket No. 01-150, 17 FCC Red 5517 (2002) *See* 17 FCC Red at 5548. The Joint Applicants seek streamlined treatment of this application under section 63.03(b)(2)(i) of the Commission's rules, 47 C.F.R. § 63.03(b)b(2)(i).

In support of this Application, Applicants submit the following information:

II. INFORMATION PURSUANT TO SECTION 63.04

Pursuant to Section 63.04 (a) of the Commission's Rules, the Applicants submit the following information in support of this Joint Application:

(1) Names and Addresses and Telephone Numbers:

The name, address, and telephone number of PECO TelCove are:

PECO TelCove 121 Champion Way Cannonsburg, PA 15317 (215) 841-5848

The name, address, and telephone number of PECO are:

PECO Energy Company 2301 Market Street Legal Department, S23-1 Philadelphia, PA 19101 (215) 841-5848

The name, address, and telephone number of PHT are:

PHT Holdings, LLC Falconer House 108 Pitt's Bay Road Pembroke, Bermuda HM08 (215) 841-5848

The name, address, and telephone number of Exelon Communications are:

Exelon Communications Company, LLC 300 River Road Building One Conshohocken, PA 19428 (215) 841-5848

The name, address and telephone number of Exelon Enterprises are:

Exelon Enterprises Company, LLC 10 South Dearborn 37th Floor Chicago, IL 60603 (215) 841-5848 The name, address, and telephone number of TelCove, TelCove-PA and TelCove Holdings are:

712 North Main Street Coudersport, Pennsylvania, 16915 (814) 260-2969

(2) States of Incorporation:

TelCove, TelCove-PA, and TelCove Holdings are corporations organized and existing under the laws of the State of Delaware. PECO TelCove is a general partnership duly organized and existing under the laws of the Commonwealth of Pennsylvania. PHT is a limited liability company organized and existing under the laws of the State of Delaware. Exelon Communications is also a limited liability company organized and existing under the laws of the State of Delaware. Exelon Enterprises is a Pennsylvania limited liability company. Finally, PECO is a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania.

(3) Contact Information:

Questions or correspondence concerning this Application should be directed for PECO TelCove, TelCove, TelCove-PA, and TelCove Holdings to:

Brian FitzGerald, Esq. LeBoeuf, Lamb, Greene & MacRae, L.L.P. One Commerce Plaza, Suite 2020 99 Washington Avenue Albany, NY 12210-2820 (518) 626-9000

Meabh Purcell, Esq. LeBoeuf, Lamb, Greene & MacRae, L.L.P. 260 Franklin Street, Suite 2300 Boston, MA 02110-3173 (617) 748-6847

with a copy to:

James W. France Senior Manager of Legal and Corporate Affairs TelCove 121 Champion Way Canonsburg, PA 15317 (727) 743-9405

Correspondence concerning this Joint Application should be sent for

PECO, Exelon Communications, and PHT to:

Christine M. Gill Erika E. Olsen McDermott Will & Emery 600 13th Street NW Washington, DC 20005-3096 (202) 756-8000

with a copy to:

Kevin Stepanuk Exelon Business Services Group Legal Department, S23-1 2310 Market Street Philadelphia, PA 19103 (215) 841-5848

(4) Affiliate Information:

Upon consummation of this transaction, TelCove Holdings will be a wholly owned subsidiary of TelCove-PA. TelCove-PA, in turn, is wholly owned by TelCove, whose principal place of business is 712 North Main Street, Coudersport, Pennsylvania 16915. TelCove Holdings does not have any interlocking directorates with foreign carriers. Attached hereto as Exhibit A are organizational charts reflecting the ownership structure of PECO TelCove both before and after the closing of the transaction.

(5) Certification:

By their signatures to the certifications attached hereto as Exhibit B, TelCove, TelCove-PA, TelCove Holdings, PHT, PECO TelCove, PECO, and Exelon Communications certify that, pursuant to Sections 1.2001-1.2003 of the Commission's rules, 47 C.F.R. §§ 1.2001 - 1 2003, neither they nor any of their members, officers or directors, nor any person holding five (5%) percent or more ownership interest in them, is subject to a denial of federal benefits that include FCC benefits pursuant to Section 530 l of the Federal Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

(6) Description of the Transaction:

PECO TelCove was formed on October 9, 1995 as a Pennsylvania general partnership, with TelCove-PA and PECO each holding a fifty (50%) percent interest in PECO TelCove. The principal offices of PECO TelCove are at 121 Champion Way, Canonsburg, PA 15317. TelCove is the manager of PECO TelCove pursuant to a management agreement dated as of October 9, 1995.

As part of a settlement arising out of TelCove's bankruptcy and to facilitate more streamlined operation and control of the assets, TelCove is seeking active control of PECO TelCove, which is now split 50/50. Out of its fifty percent (50%) interest in

PECO TelCove, PECO has transferred forty-nine (49%) percent to PHT, and continues to hold a one (1%) percent interest in PECO TelCove (the "PECO Interest"). Immediately prior to the closing, PECO shall transfer the PECO Interest to PHT.

TelCove-PA, PHT, PECO and PECO TelCove entered into a Settlement Agreement dated as of December 30, 2002 (the "Settlement") which was approved by the Bankruptcy Court, Southern District of New York, on April 25, 2003 in Case No. 02-11389 (REG), in ABIZ's Chapter 11 proceedings. Pursuant to the Settlement, TelCove-PA has agreed to make certain payments, referred to as Disproportionate Distributions, to PHT and PECO.

To resolve all rights and obligations in connection with PECO TelCove and the Settlement, including the Disproportionate Distributions, PHT proposes to sell the entire fifty percent (50%) interest in PECO TelCove consisting of its current forty-nine (49%) percent interest and the PECO Interest of one (1%) percent, to TelCove Holdings, in consideration of Twenty five Million (\$25,000,000) dollars, in cash to be paid by TelCove Holdings (the "Interest Cash Payments"). PECO TelCove will be renamed TelCove of Eastern Pennsylvania to reflect the divestiture of PECO's interest in the venture.

As further described in the Agreement, Exelon Communications owns certain fibers which PECO leases to the PECO TelCove. Exelon proposes to transfer the fibers (the "Purchase Fibers") to PECO TelCove in consideration of Seventeen Million (\$17,000,000) dollars, in cash (the "Fiber Cash Payment").

(7) Description of the Geographic Locations and Services Provided

PECO TelCove is a competitive local exchange carrier, providing local and longdistance, point-to-point voice and data communications, internet access and enhanced data services for businesses and institutions in eastern Pennsylvania. PECO Telcove holds a blanket domestic 214 authorization. PECO TelCove utilizes a large-scale, fiber-optic cable-based network and is connected to major long-distance carriers and local businesses. PECO TelCove provides services to approximately 1,000 customers in Philadelphia, Delaware, Montgomery, Chester, Bucks, Lehigh, Berks and Northampton counties. As discussed in Number 12, below, PECO TelCove will continue to provide the same service after TelCove Holdings acquires PECO's interest in the partnership.

(8) Streamlined Procedures:

Streamlined procedures are presumed to apply to this Joint Application under section 63.03(b)(2)(i) of the Commission's rules, 47 C.F.R. § 63.03(b)b(2)(i). The proposed transaction would result in (1) TelCove, TelCove-PA or TelCove Holdings or PECO TelCove having a market share in the interstate, interexchange market of less than 10 percent; and (2) TelCove, TelCove-PA and/or TelCove Holdings providing competitive telephone exchange services or exchange access service (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction. Neither PECO TelCove nor TelCove, TelCove-PA or TelCove Holdings is dominant with respect to any service.

(9) Other Applications:

There are no other joint applications to the Commission related to this transaction.

(10) Special Consideration:

No special consideration is requested due to imminent business failure.

(11) Waivers

There are no separately filed waiver requests in conjunction with this transaction.

(12) Public Interest:

The proposed transaction will allow PECO TelCove to enhance its competitive position by providing it with greater flexibility in obtaining financing which will yield benefits for PECO TelCove and allow it to continue operations in the long term. The transaction will not result in any change in the existing rates for customers of PECO Telcove. Under its new name, TelCove of Eastern Pennsylvania, the Partnership will continue to operate under its existing tariffs and rate structures until the Commission approves changes to the same. There will be no change in day-to-day operations, as TelCove currently manages PECO TelCove.

TelCove Holding's assumption of PECO's interest in the Partnership will benefit the customers of PECO TelCove, and stakeholders and will promote the public interest by ensuring greater resources and expertise and increased opportunities for growth. As the current Manager of PECO TelCove, the day-to-day operations will continue in the same manner under TelCove Holding's partnership with TelCove-PA, with no adverse impact on customer service. As more particularly described below, by virtue of a more streamlined ownership structure, PECO TelCove will better positioned to meet future telecommunications demands of customers and to ensure that high quality service is maintained.

The Agreement does not contemplate any changes in the existing management and officers of TelCove as a result of the transaction. Thus, TelCove will continue to apply its proven management experience and capability to the management of PECO TelCove, thus ensuring that the PECO TelCove can continue to provide high quality service to the public.

The transaction contemplated by the Agreement will not result in any changes in TelCove's or PECO Telcove's policies with respect to service to customers, operations, rates, depreciation, maintenance, or other matters affecting the public interest or utility operations.

III. CONCLUSION

WHEREFORE, Applicants respectfully request that the Commission approve this Application for the reasons set forth herein.

Respectfully submitted,

Brian FitzGerald, Esq.

LeBoeuf, Lamb, Greene & MacRae, L.L.P.

One Commerce Plaza, Suite 2020

99 Washington Avenue

Albany, NY 12210-2820

Meabh Purcell, Esq.

LeBoeuf, Lamb, Greene & MacRae, L.L.P.

260 Franklin Street, Suite 2300

Boston, MA 02110-3173

Counsel for PECO TelCove, TelCove, TelCove-PA, and TelCove Holdings

Christine M. Gill

Erika E. Olsen

McDermott Will & Emery

600 13th Street NW

Washington, DC 20005-3096

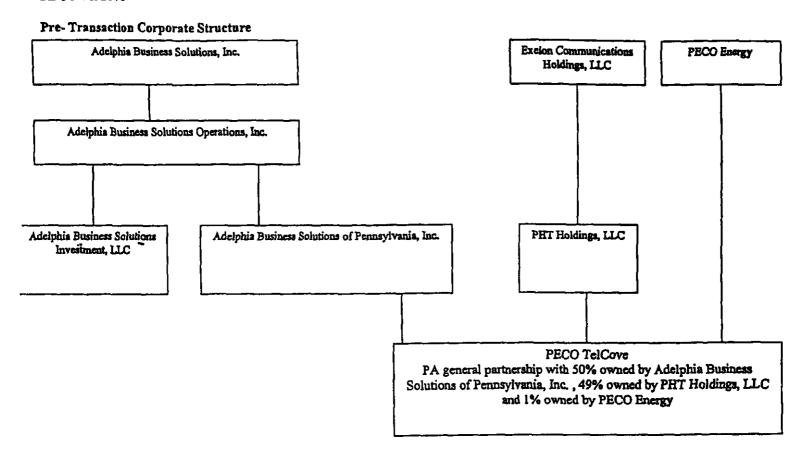
(202) 756-8000

Counsel for PHT, PECO, and Exelon Communications

Date: April 21, 2004

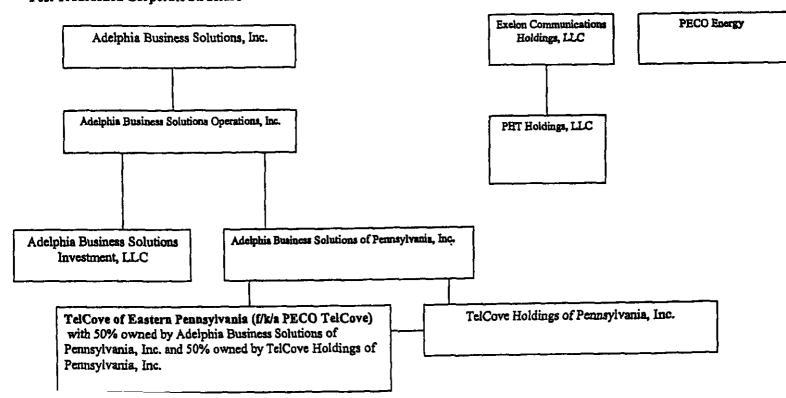
EXHIBIT A ORGANIZATIONAL CHARTS

PECO TelCove



PECO TelCove

Post Transaction Corporate Structure



9

EXHIBIT B CERTIFICATIONS

TelCove, TelCove-PA and TelCove Holdings certify that, pursuant to Sections 1.2001-1.2003 of the Commission's rules, 47 C.F.R. §§ 1.2001 - 1.2003, neither they nor any of their members, officers or directors, nor any person holding five (5%) percent or more ownership interest in them, is subject to a denial of federal benefits that include FCC benefits pursuant to Section 5301 of the Federal Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862. I also certify that the statements in the foregoing application as they pertain to Telcove, Telcove-PA, or Telcove Holdings respectively, are true, complete, and correct to the best of my knowledge and are made in good faith.

Adelphia Business Solutions, Inc., d/b/a TelCove ("TelCove") By: Elli Syr Name (Printed): Equation En Balance Je	Adelp Inc., o By:
Name (Printed): Eaucia E. Bancock J.	Name
Position: V / and C F.C	Positi
TelCove Holdings of Pennsylvania, Inc. ("TelCove Holdings") By:	

Adelphia Business Solutions of Pennsylvania, Inc., d/b/a TelCove-PA ("TelCove-PA")

By:

Name (Printed): Edward & Balack Ir

Position: V C and C.F.O

PECO TelCove certifies that, pursuant to Sections 1.2001-1.2003 of the Commission's rule=s, 47 C.F.R. §§ 1.2001 - 1.2003, neither it nor any of its members, officers or directors, nor any person holding five (5%) percent or more ownership interest in it, is subject to a denial of federal benefits that include FCC benefits pursuant to Section 530 l of the Federal Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862. I also certify that the statements in the foregoing application as they pertain to PECO Telcove are true, complete, and correct to the best of my knowledge and are made in good faith.

PECO TelCove, (the "Partnership" or "PECO TelCove")

By: Eld & Rofi

Name (Printed): Edward E Boback J-

Position: Vit and (FC. of Edeiphia Business Solutiones of Fennsylvania , Inc

Dated: April $\frac{/4}{}$, 2004

PECO TelCove certifies that, pursuant to Sections 1.2001-1.2003 of the Commission's rules, 47 C.F.R. §§ 1.2001 - 1.2003, neither it nor any of its members, officers or directors, nor any person holding five (5%) percent or more ownership interest in it, is subject to a denial of federal benefits that include FCC benefits pursuant to Section 530 l of the Federal Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862. I also certify that the statements in the foregoing application as they pertain to PECO Telcove are true, complete, and correct to the best of my knowledge and are made in good faith.

PECO TelCove, (the "Partnership" or PECO

Name (Printed): George H. Gilmore Jr.

Position: Member, Management Committee

PECO certifies that, pursuant to Sections 1.2001-1 2003 of the Commission's rules, 47 C.F.R. §§ 1.2001 - 1.2003, neither it nor any of its members, officers or directors, nor any person holding five (5%) percent or more ownership interest in it, is subject to a denial of federal benefits that include FCC benefits pursuant to Section 530 l of the Federal Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862. I also certify that the statements in the foregoing application as they pertain to PECO are true, complete, and correct to the best of my knowledge and are made in good faith.

PECO Energy Company, ("PECO")

By: D~PO~

Name (Printed): Denis P O'Brien

Position: President

PHT certifies that, pursuant to Sections 1 2001-1.2003 of the Commission's rules, 47 C.F.R §§ 1.2001 - 1.2003, neither it nor any of its members, officers or directors, nor any person holding five (5%) percent or more ownership interest in it, is subject to a denial of federal benefits that include FCC benefits pursuant to Section 530 l of the Federal Anti-Drug Abuse Act of 1988, 21 U S.C. § 862. I also certify that the statements in the foregoing application as they pertain to PHT are true, complete, and correct to the best of my knowledge and are made in good faith.

PHT Holdings, LLC, ("PHT"

Name (Printed): George H. Gilmore Jr.

Position: President

Exelon Communications certifies that, pursuant to Sections 1.2001-1.2003 of the Commission's rules, 47 C.F R §§ 1.2001 - 1.2003, neither it nor any of its members, officers or directors, nor any person holding five (5%) percent or more ownership interest in it, is subject to a denial of federal benefits that include FCC benefits pursuant to Section 530 l of the Federal Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862. I also certify that the statements in the foregoing application as they pertain to Exelon Communications are true, complete, and correct to the best of my knowledge and are made in good faith.

Exelon Communications Company, LLC, ("Exelon

Communications")

BA: ______

Name (Printed) George H. Gilmore Jr.

Position: President